

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

SOFT DRESS FAMILY DOLL CO.  
File number C 106679

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: June 16, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Louisa Herold*

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**Articles of Incorporation  
of  
Soft Dress Family Doll Co.**

(Incorporated under the laws of the State of Idaho)

1. The name of the corporation (hereinafter called the corporation) is Soft Dress Family Doll Co.
2. The corporation shall have perpetual existence.
3. The purposes of the corporation are:
  - a. To develop soft toys to be used for play by individuals, and in group settings such as in schools, and by counselors or therapists.
  - b. To market these products to the appropriate customers.
  - c. To conduct all such activities as are required to achieve the above goals.
4. The aggregate number of shares the corporation shall have authority to issue is 100,000. The par value of each share shall be one dollar (\$1) per share.
5. Transfer of shares must be approved by the Board of Directors of the corporation.
6. The name and address of the initial registered agent is:

Kathleen M. Kearney  
718 E. 8th St.  
Moscow, ID 83843

7. The names and addresses of each of the incorporators signing these articles are as follows:

1. Kathleen M. Kearney  
718 E. 8th St.  
Moscow, ID 83843
2. Marcia M. Anderson  
1244-A Joyce Rd.  
Moscow, ID 83843

8. The members of the governing board of the corporation shall be known as Directors. The number of Directors constituting the initial Board of Directors shall be two (2). The exact number of future Directors of the governing board shall be fixed by the By-Laws. The names and addresses of the initial Directors, who shall serve until the holding of the first meeting of the stockholders and until their successors shall have been duly elected and shall have qualified, are as follows:

1. Kathleen M. Kearney  
718 E. 8th St.  
Moscow, ID 83843
2. Marcia M. Anderson  
1244-A Joyce Rd.  
Moscow, ID 83843

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9. The Capital Stock, after the amount of the subscription price or par value has been paid in, shall be subject to no further assessment and the private property of the stockholders shall not be subject to the payment of the corporation's debts or obligations to any extent whatsoever.

We, the Undersigned, being each of the original incorporators herein before named and each being natural persons over twenty-one years of age, for the purpose of forming a corporation to do business both within and without the State of Idaho, and pursuant to the provision of the Corporation Laws of the State of Idaho, and acts amendatory thereof and supplemental thereto, do make, adopt, and file these Articles of Incorporation, hereby declaring, verifying, and certifying that the facts herein stated are true.

Kathleen M. Kearney  
(signature)

Marcia M. Anderson  
(signature)

June 11, 1994  
(date)